



SEABOARD COAST LINE RAILROAD COMPANY

Law Department
500 Water Street
Jacksonville, Florida 32202

Edward C. Tannen
Assistant General Attorney

IN REPLY PLEASE REFER TO FILE

RECORDATION NO. 12937-A
F 103 1425

APR 13 1981-3 20 PM

April 1, 1981

1-103A181
105911

INTERSTATE COMMERCE COMMISSION

The Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mrs. Mergenovich:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 executed counterparts Nos. 1 and 2 of Amendment Agreement to an Equipment Lease Agreement dated as of February 1, 1981, which was filed with the Commission on February 17, 1981, at 4:00 p.m., and assigned Recordation Number 12937.

1. Names and addresses of the parties to the Equipment Lease Agreement
 - (a) Lessor - Bethlehem Steel Corporation,
Bethlehem, Pennsylvania 18016
 - (b) Lessee - Seaboard Coast Line Railroad
Company, Jacksonville, Florida 32202
2. Description of equipment covered by Equipment Lease Agreement

Identifying marks

"Ownership Subject to a Security Agreement
Filed with the Interstate Commerce
Commission"

No.
APR 13 1981
Date
Fee \$
ICC Washington, D. C.

RECEIVED
APR 13 3 13 PM '81
I.C.C.
OPERATION

The Honorable Agatha
L. Mergenovich

April 1, 1981

105911

<u>General Description</u>	<u>Type of Equipment</u>	<u>A.A.R.Mech. Design</u>	<u>Number</u>	<u>SCL Road Numbers</u>
Wet Rock	100-ton			155700-155899, incl.
Hopper Cars	2100 c.f.	HTS	300	156050-156149, incl.

3. Counterpart No. 2 of the above-mentioned document should be returned to the undersigned, 500 Water Street, Jacksonville, Florida 32202.

I am enclosing this company's draft for \$10.00 covering the recordation fee.

Very truly yours,


Edward C. Tannen

Interstate Commerce Commission
Washington, D.C. 20423

4/14/81n

OFFICE OF THE SECRETARY

Edward C. Tannon
Seaboard Coast Line RR Co.
500 Water Street
Jacksonville, Florida 32202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/13/81 at 3:20pm, and assigned recordation number(s). 12937-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

APR 13 1981-3 20 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of February 1, 1981 between BETHLEHEM STEEL CORPORATION, a Delaware corporation with a principal place of business at Bethlehem, Pennsylvania ("Lessor"), and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation with a place of business at 500 Water Street, Jacksonville, Florida ("Lessee").

W I T N E S S E T H:

1. Construction and Lease. The Lessor shall construct at its manufacturing plant at Johnstown, Pennsylvania, three hundred (300) 100-Ton 2100 C.F. Wet Rock Hopper Cars bearing Numbers SCL 155700 to 155899, inclusive, and SCL 156050 to 156149, inclusive, ("Cars") in accordance with the Lessor's proposal dated December 7, 1979, (Estimate #19233) the Lessor's Specification No. X-300-504-1, dated November 28, 1979, the Lessee's order letter, dated March 11, 1980, and any modifications thereof ("Specifications").

The Lessor hereby leases to the Lessee and the Lessee hereby leases from the Lessor each Car upon the terms and subject to the conditions hereinafter set forth, effective as to each Car for a period beginning with the delivery of such Car and ending at the earliest of (a) payment to the Lessor by or on behalf of the Lessee under a conditional sale agreement, equipment trust agreement or other equipment financing agreement, (b) purchase by or on behalf of an assignee of the Lessor or Lessee or (c) purchase by the Lessee pursuant to Articles 5 or 14 hereof.

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF LEHIGH)

On this 4th day of March, 1981, before me personally appeared, R. E. Johnston, to me personally known, who being by me duly sworn, says that he is a Vice President of Bethlehem Steel Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires
July 17, 1982
City of Bethlehem
Lehigh County

John H. Vary

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 24th day of March, 1981, before me personally appeared, Alexander J. Mandl, to me personally known, who being by me duly sworn, says that he is Sr. Vice President-Finance of Seaboard Coast Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julian L. Nuggett

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUG. 5, 1984

AMENDMENT TO RAILROAD EQUIPMENT LEASE

AGREEMENT dated as of March 2, 1981, between BETHLEHEM STEEL CORPORATION, a Delaware corporation with a principal place of business at Bethlehem, Pennsylvania ("Lessor"), and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation with a place of business at 500 Water Street, Jacksonville, Florida ("Lessee").

WHEREAS the Lessor and the Lessee have executed a Railroad Equipment Lease ("Lease") dated as of February 1, 1981;

WHEREAS the Lease was recorded with the Interstate Commerce Commission at 4:00 P.M. on February 17, 1981 (Recordation Number 12937); and

WHEREAS the Lessor and the Lessee wish to amend the Lease as executed and recorded.

NOW THEREFORE for valuable consideration the Lessor and the Lessee agree as follows:

1. On and after the date hereof, the Lease shall be amended by substituting a revised Page 1, attached hereto as a part hereof, in place of the original Page 1;

2. The Lease shall continue in force in all respects as amended.

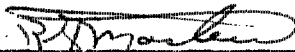
IN WITNESS WHEREOF, the Lessor and Lessee have caused this Agreement to be signed by their duly authorized officers and

sealed with their corporate seals as of March 2, 1981.

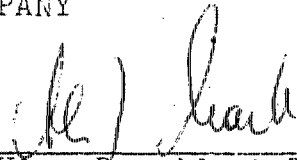
BETHLEHEM STEEL CORPORATION

By 
Vice President

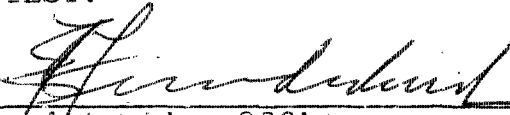
ATTEST:


Assistant Secretary

SEABOARD COAST LINE RAILROAD
COMPANY

By 
Vice President-Treasurer
Forwards

ATTEST:


Attesting Officer
Assistant Secretary